CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to Local Rule 83.5, I certify that I am eligible for admission to this Court, am

admitted, practicing and in good standing as a member of the Bar of the States of New Jersey

and New York, and the U.S. District Courts for the Southern and Eastern Districts of New York

pursuant to Local Rule 83.6 submit to the disciplinary jurisdiction of this Court for any alleged

misconduct which occurs in the preparation or course of this action. I also certify that I am

generally familiar with this Court's Local Rules. In accordance with the Standing Order for the

District Court Fund effective January 1, 2005, I further certify that the annual fee of \$25.00 has

been paid to the Clerk of the Court, or, if not paid previously, the fee payment will be submitted

to the Clerk's Office upon the filing of this motion.

January 10, 2006

/s/ Phillip J. Bezanson

Philip J. Bezanson

THACHER PROFFITT & WOOD LLP

Two World Financial Center

New York, NY 10281

Telephone: (212) 912-7400

Facsimile: (212) 912-7751

Motion granted.

BY THE COURT:

Dated: January ___, 2006

United States District Court Judge